

Mothercare plc Annual General Meeting 23 July 2015: Results

At the annual general meeting held on 23 July 2015, the resolutions before the meeting were passed on a show of hands.

The following proxy votes had been received by the Company in respect of the resolutions:

Resolution	Votes For (including Discretion)	% of Votes For (including discretion)	Votes Against	% of Votes Against	Votes Withheld*	% of votes withheld
1 To receive the annual accounts, directors' report, strategic report, directors' remuneration report and auditors' report	148,228,625	99.99	11,179	0.01	5,740	0.00
2 To approve the directors' remuneration report	143,373,999	96.77	4,780,753	3.23	90,792	0.06
3 To re-elect Alan Parker as a director	146,734,679	99.49	751,252	0.51	759,613	0.51
4 To re-elect Angela Brav as a director	148,154,361	99.96	55,051	0.04	36,132	0.02
5 To re-elect Lee Ginsberg as a director	145,856,522	98.39	2,384,123	1.61	4,899	0.00
6 To re-elect Amanda Mackenzie as a director	148,064,660	99.88	176,134	0.12	4,750	0.00
7 To re-elect Richard Rivers as a director	148,181,630	99.96	56,884	0.04	7,030	0.00
8 To re-elect Imelda Walsh as a director	148,161,690	99.95	79,097	0.05	4,757	0.00
9 To re-elect	148,032,419	99.88	176,666	0.12	36,459	0.02

Nick Wharton as a director						
10 To elect Mark Newton-Jones as a director	148,210,325	99.98	26,887	0.02	8,332	0.01
11 To elect Richard Smothers as a director	148,207,983	99.98	27,903	0.02	9,658	0.01
12 To re-appoint Deloitte LLP as auditors of the company	137,456,338	92.74	10,754,394	7.26	34,812	0.02
13 To authorise the directors to determine the remuneration of the auditors	138,388,413	93.37	9,830,756	6.63	26,375	0.02
14 Authority for the directors to allot shares	135,913,670	91.69	12,316,265	8.31	15,609	0.01
15 Authority to call a general meeting at 14 days' notice	145,421,231	98.11	2,804,524	1.89	19,789	0.01
16 Authority for the directors to disapply pre-emption rights	135,549,436	91.45	12,667,028	8.55	29,080	0.02
17 Authority to purchase own shares	148,212,046	99.98	26,384	0.02	7,114	0.00
18 To approve the Mothercare plc Save As You Earn Plan 2015	148,122,813	99.93	106,797	0.07	15,934	0.01

Notes

* A vote withheld is not a vote in law and is not counted in the calculation of votes 'for' and 'against' each resolution

Resolutions 15 – 18 were Special Resolutions.

As at 21 July 2015, the Company's issued share capital and total voting rights consisted of 170,770,625 ordinary shares each carrying voting rights. There are no shares in treasury. As a result, proxy votes representing approximately 86.81% of the voting capital were cast.

The full text of the resolutions can be found in the Notice of Meeting on the Company's website, www.mothercareplc.com and for inspection on the National Storage Mechanism, www.hemscott.com/nsm.do

In accordance with Listing Rule 9.6.2 copies of the resolutions passed, other than ordinary business, will shortly be submitted to the National Storage Mechanism, www.hemscott.com/nsm.do.

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